

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC, *et al.*,

*Debtors.*<sup>1</sup>

Chapter 11

Bankruptcy Case No. 22-10493 (CTG)

Jointly Administered

BAYSIDE CAPITAL, INC. and  
CERBERUS CAPITAL  
MANAGEMENT, L.P

*Plaintiffs-Appellants,*

v.

TPC GROUP INC.,

*Defendant-Appellees,*

-and-

THE AD HOC NOTEHOLDER GROUP,

*Intervenor-Defendant-  
Appellee.*

Bankruptcy Adv. Proc. No. 22-50372  
(CTG)

Civ. Action No. \_\_\_\_\_

**APPENDIX TO EMERGENCY MOTION OF APPELLANTS BAYSIDE CAPITAL, INC.  
AND CERBERUS CAPITAL MANAGEMENT, L.P. FOR STAY OF  
EFFECTIVENESS AND ENFORCEMENT OF ORDER AND JUDGMENT  
PENDING APPEAL PURSUANT TO BANKRUPTCY RULE 8007**

<sup>1</sup> The Debtors in these Chapter 11 cases, and the last four digits of their federal tax identification numbers, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77042.

**BANKRUPTCY RULES 7062 AND 8007 [REDACTED VERSION]**

Appellant Yucaipa American Alliance Fund I, L.P. and Yucaipa American Alliance (Parallel) Fund I, L.P. (collectively, “Yucaipa”) hereby submits this *Appendix to Emergency Motion of Appellants Bayside Capital, Inc. and Cerberus Capital Management, L.P. for Stay of Effectiveness and Enforcement of Order and Judgment Pending Appeal Pursuant to Bankruptcy Rule 8007* [Civ. Action No. [REDACTED], D.I. [REDACTED]] filed in support of the *Emer Emergency Motion of Appellants Bayside Capital, Inc. and Cerberus Capital Management, L.P. for Stay of Effectiveness and Enforcement of Order and Judgment Pending Appeal Pursuant to Bankruptcy Rule 8007* [Civ. Action No. [REDACTED], D.I. [REDACTED]] filed on July [REDACTED], 2022.

Exhibit No.	Date Filed	Description
1.	07/06/2022	Memorandum Opinion [A.D.I. 72, Adv. No. 22-50372]
2.	07/08/2022	Order Resolving Pending Motions [A.D.I. 74, Adv. No. 22-50372]
3.	07/08/2022	Judgment [A.D.I. 75, Adv. No. 22-50372]
4.	07/11/2022	Opinion Denying Motion for Stay Pending Appeal [A.D.I. 87, Adv. No. 22-50372]
5.	07/11/2022	Order Denying Motion for Stay Pending Appeal [A.D.I. 88, Adv. No. 22-50372]
6.	06/01/2022	Declaration of Robert A. Del Genio in Support of Debtors’ Chapter 11 Petitions and First Day Motions [D.I. 27, Case No. 22-10493]
7.	06/02/2022	10.50% Senior Secured Notes Due 2024 Indenture, among TPC, the Guarantors (as defined therein), and U.S. Bank National Association, dated August 2, 2019 [Original Indenture], as Exhibit A to the Declaration of Aaron L. Renenger in Support of the Ad Hoc Group of Non-Consenting Noteholders’ Motion for Summary Judgment [A.D.I. 11-1, Adv. No. 22-50372]
8.	06/09/2022	Letter to U.S. National Bank dated April 26, 2022, as Exhibit D to Plaintiffs’ Opening Brief in Support of Motion for Summary Judgment, [A.D.I. 17-4, Adv. No. 22-50372]
9.	06/01/2022	Chapter 11 Voluntary Petition, [D.I. 1, Case No. 22-10493]
10.	06/01/2022	Motion to Allow Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief Filed by TPC Group Inc., [D.I. 36, Case No. 22-10493]

Exhibit No.	Date Filed	Description
11.	06/02/2022	Objection of the Ad Hoc Group of Non-Consenting Noteholders to Debtors' Motion for Entry of Interim and Final Orders Approving DIP Financing, [D.I. 76, Case No. 22-10493]
12.	06/02/2022	Plaintiffs' Complaint for Declaratory Judgment, [A.D.I. 9, Adv. No. 22-50372]
13.	06/02/2022	Plaintiffs' Motion for Summary Judgment, [A.D.I. 10, Adv. No. 22-50372]
14.	06/17/2022	Ad Hoc Noteholder Group's Cross-Motion for Summary Judgment, [A.D.I. 44, Adv. No. 22-50372]
15.	07/08/2022	Declaration of Alexander Tracy in Support of Emergency Motion of Plaintiffs for Stay of Effectiveness and Enforcement of Order and Judgment Pending Appeal and Suspension of Other Proceedings Pursuant to Bankruptcy Rule 8007, [A.D.I. 78-3, Adv. No. 22-50372]
16.	07/08/2022	Declaration of Oscar Shine, [A.D.I. 79-2, Adv. No. 22-50372]
17.	06/24/2022	Declaration of Oscar Shine in Support of Plaintiffs-Counterclaim Defendants' Consolidated Memorandum of Law in Further Support of Their Motion for Summary Judgment, [A.D.I. 55, Adv. No. 22-50372]
18.	06/01/2022	Declaration of Zul Jamal in Support of Debtors' Motion for Entry of Interim and Final Orders, [D.I. 68, Case No. 22-10493]
19.	07/11/2022	Declaration of Zul Jamal in Support of Debtors and Intervenor Defendants' Consolidated Response to Plaintiffs' Motion for Stay, [A.D.I. 84, Adv. No. 22-50372]
20.	07/01/2022	Transcript of Summary Judgment Hearing Before the Honorable Craig T. Goldblatt, [Placeholder docket entry at A.D.I. 69, Adv. No. 22-50372]
21.	07/11/2022	Intercreditor Agreement, among Bank of America, N.A. ("Bank of America") and U.S. Bank, dated August 2, 2019 [2019 Intercreditor Agreement], as Exhibit B to the Declaration of Aaron L. Renenger in Support of the Ad Hoc Group of Non-Consenting Noteholders' Motion for Summary Judgment [A.D.I. 11-2, Adv. No. 22-50372]
22.	07/11/2022	Intercreditor Agreement, among U.S. Bank National Association (as Senior Priority Agent, as defined therein) and U.S. Bank National Association (as Junior Priority Notes Agent, as defined therein), dated February 2, 2021 [2021 Intercreditor Agreement], as Exhibit B to the Declaration of Oscar Shine [A.D.I. 63-2, Adv. No. 22-50372]
23.	06/02/2022	10.50% Senior Secured Notes Due 2024 Supplemental Indenture, among TPC, the Guarantors (defined therein), and U.S. Bank, dated February 2, 2021, as Exhibit D to the Declaration of Aaron L. Renenger in Support of the Ad Hoc Group of Non-Consenting Noteholders' Motion for Summary Judgment [A.D.I. 11-4, Adv. No. 22-50372]
24.	06/02/2022	Letter to Baker Botts LLP dated March 31, 2022, as Exhibit H to the Declaration of Aaron L. Renenger in Support of the Ad Hoc Group of Non-Consenting Noteholders' Motion for Summary Judgment [A.D.I. 11-1, Adv. No. 22-50372]
25.	06/03/2022	Transcript of First Day Hearing Before the Honorable Craig T. Goldblatt, [Placeholder docket entry at D.I. 148, Case No. 22-10493]

<b>Exhibit No.</b>	<b>Date Filed</b>	<b>Description</b>
26.	07/12/2022	Omnibus Reply of the Ad Hoc Noteholder Group to Objections to Debtors' Motion for Entry of Interim and Final Orders, [D.I. 423, Case No. 22-10493]
27.	06/17/2022	TPC Group Inc's Brief in Opposition to Plaintiffs Motion for Summary Judgment, [A.D.I. 40, Adv. No. 22-50372]
28.	06/28/2022	Plaintiffs-Counterclaim Defendants' Consolidated Memorandum of Law in Further Support of Their Motion for Summary Judgment and In Opposition to Intervenor-Defendant's Motion for Summary Judgment, [A.D.I. 64, Adv. No. 22-50372]

Dated: July 13, 2022

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Timothy P. Cairns

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